

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) Chapter 11☐ Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

|   |   |   |
|---|---|---|
| 1. Debtor's name  | <u>Brahman Resource Partners, LLC</u>   |   |
| 2. All other names debtor used in the last 8 years<br>Include any assumed names, trade names and <i>doing business as</i> names |   |   |
| 3. Debtor's federal Employer Identification Number (EIN) <u>82-4517253</u>  |   |   |
| 4. Debtor's address   | Principal place of business<br><br><u>8900 Eastloch Drive</u><br><u>Suite 235</u><br><u>Spring, TX 77379</u><br><small>Number, Street, City, State &amp; ZIP Code</small><br><br><u>Harris</u><br><small>County</small>                       | Mailing address, if different from principal place of business<br><br><small>P.O. Box, Number, Street, City, State &amp; ZIP Code</small><br><br>Location of principal assets, if different from principal place of business<br><u>Pecos County, Texas</u><br><u>Terrell County, Texas</u><br><small>Number, Street, City, State &amp; ZIP Code</small> |
| 5. Debtor's website (URL) <u>www.brahmanrp.com</u>  |   |   |
| 6. Type of debtor   | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))<br><input type="checkbox"/> Partnership (excluding LLP)<br><input type="checkbox"/> Other. Specify: _____ |   |

Debtor **Brahman Resource Partners, LLC**  
Name

Case number (if known)

**7. Describe debtor's business** A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

## B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2111**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

## Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

|          |       |      |       |             |       |
|----------|-------|------|-------|-------------|-------|
| District | _____ | When | _____ | Case number | _____ |
| District | _____ | When | _____ | Case number | _____ |

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

|          |                                   |                       |       |
|----------|-----------------------------------|-----------------------|-------|
| Debtor   | <b>BRP Vista Grande, LLC</b>      | Relationship          | _____ |
| District | <b>Southern District of Texas</b> | When                  | _____ |
|          |                                   | Case number, if known | _____ |

Debtor **Brahman Resource Partners, LLC**  
Name

Case number (if known)

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Brahman Resource Partners, LLC**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures****WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 26, 2020**  
MM / DD / YYYY**X /s/ Clay C. Border**

Signature of authorized representative of debtor

**Clay C. Border**

Printed name

Title **President & CEO****18. Signature of attorney****X /s/ Matthew Okin**

Signature of attorney for debtor

Date **July 26, 2020**

MM / DD / YYYY

**Matthew Okin**

Printed name

**Okin Adams LLP**

Firm name

**1113 Vine St., Suite 240  
Houston, TX 77002**

Number, Street, City, State &amp; ZIP Code

Contact phone **(713) 228-4100**Email address **info@okinadams.com****00784695 TX**

Bar number and State

**Fill in this information to identify the case:**

Debtor name **Brahman Resource Partners, LLC**  
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an  
 amended filing

**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code              | Name, telephone number and email address of creditor contact   | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|--|--|---|--|--|---|-----------------|
|  |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| ETC Texas Pipeline, LTD<br>8111 Westchester, Suite 600<br>Dallas, TX 75225     | <a href="mailto:George.millas@energytransfer.com">George.millas@energytransfer.com</a><br><a href="mailto:Alex.Tracy@energytransfer.com">Alex.Tracy@energytransfer.com</a><br><a href="mailto:Eduard.espinosa@ackerman.com">Eduard.espinosa@ackerman.com</a> | Note from BRP, guaranteed by Brahman  |  | \$6,000,000.00   | \$0.00                                      | \$6,000,000.00  |
| PROFAC SERVICES LLC<br>333 SHOPS BLVD, STE 301<br>WILLOW PARK, TX 76087        | <a href="mailto:brian.vonhatten@profac.com">brian.vonhatten@profac.com</a>   | Trade Debt  |  |  |   | \$1,000,604.55  |
| STELLAR DRILLING FLUIDS, LLC<br>PO BOX 22328<br>HOUSTON, TX 77227-2328         | <a href="mailto:MBray@stellardrillingfluids.com">MBray@stellardrillingfluids.com</a>   | Trade Debt<br>Lien Claim on KOTH 33 1H Well   | Disputed   | \$783,085.63   | \$0.00                                      | \$783,085.63    |
| SCHLUMBERGER TECHNOLOGY CORPORATION<br>PO BOX 732149<br>DALLAS, TX 75373-2149  | <a href="mailto:gbarbour@slb.com">gbarbour@slb.com</a><br><a href="mailto:Ayala-s@slb.com">Ayala-s@slb.com</a>   | Trade Debt<br>Lien Claim KOTH 33 1H   | Disputed   | \$498,270.92   | \$0.00                                      | \$498,270.92    |
| WELLBENDERS DIRECTIONAL SERVICES LLC<br>13901 HWY 105<br>WEST CONROE, TX 77304 | <a href="mailto:riley.norris@wellbenders.com">riley.norris@wellbenders.com</a><br><a href="mailto:rich.fancher@wellbenders.com">rich.fancher@wellbenders.com</a>   | Trade Debt<br>Lien Claim on KOTH 33 1H Well   |  | \$487,412.44   | \$0.00                                      | \$487,412.44    |
| TUBULAR SYNERGY GROUP, LP<br>8117 PRESTON ROAD, STE 600<br>DALLAS, TX 75225    | <a href="mailto:carlson@tubulargroup.com">carlson@tubulargroup.com</a>   | Trade Debt  |  |  |   | \$258,921.14    |

Debtor **Brahman Resource Partners, LLC**

Case number (if known)

Name

| Name of creditor and complete mailing address, including zip code  | Name, telephone number and email address of creditor contact   | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|--|--|---|--|--|---|-----------------|
|  |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| ROLFSON OIL, L.L.C.<br>PO BOX 77063<br>CLEVELAND, OH 44194   | <a href="mailto:messenburg@tytonholdings.com">messenburg@tytonholdings.com</a>   | Trade Debt  | Disputed   |  |   | \$251,831.37    |
| NTG NEW TECH GLOBAL VENTURES, LLC<br>PO BOX 679205<br>DALLAS, TX 75267-9205                                | <a href="mailto:dkinchen@ntglobal.com">dkinchen@ntglobal.com</a><br><a href="mailto:DLockwood@ntglobal.com">DLockwood@ntglobal.com</a> | Trade Debt  | Disputed   |  |   | \$198,083.08    |
| ANDERSON PERFORATING SERVICES, LLC<br>dba API PERFORATING<br>PO BOX 2037<br>ALBANY, TX 76430               | <a href="mailto:rparrott@thewirelinegroup.com">rparrott@thewirelinegroup.com</a>   | Trade Debt  |  |  |   | \$196,725.00    |
| GERALD PORTER OPERATING LLC<br>PO BOX 446<br>FORT STOCKTON, TX 79735                                       | <a href="mailto:rparrott@thewirelinegroup.com">rparrott@thewirelinegroup.com</a>   | Trade Debt  |  |  |   | \$189,712.50    |
| G3 INVESTMENTS LLC<br>16290 KATY FWY SUITE 200<br>HOUSTON, TX 77094  | <a href="mailto:czamora@chemjet.com">czamora@chemjet.com</a>   | Trade Debt  |  |  |   | \$183,503.99    |
| BUTCH'S RAT HOLE & ANCHOR SERVICE, INC.<br>PRESSURE CONTROL DIVISION<br>PO BOX 1323<br>LEVELLAND, TX 79336 | <a href="mailto:heather@brhas.com">heather@brhas.com</a>   | Trade Debt  |  |  |   | \$176,312.51    |
| CREST PUMPING TECHNOLOGIES<br>dba NINE ENERGY SERVICE INC<br>PO BOX 733561<br>DALLAS, TX 75373-3561        | <a href="mailto:joe.huwel@nineenergyservice.com">joe.huwel@nineenergyservice.com</a>   | Trade Debt<br>Lien Claim on KOTH 33 1H Well   | Disputed   | \$172,523.06   | \$0.00                                      | \$172,523.06    |
| EMPIRICA LLC<br>RESERVOIR GROUP<br>14103 INTERDRIVE WEST<br>HOUSTON, TX 77032                              | <a href="mailto:holly.templin@reservoirgroup.com">holly.templin@reservoirgroup.com</a>   | Trade Debt<br>Lien Claim on KOTH 33 1H Well   |  | \$159,236.03   | \$0.00                                      | \$159,236.03    |

Debtor **Brahman Resource Partners, LLC**

Case number (if known)

Name

| Name of creditor and complete mailing address, including zip code                                     | Name, telephone number and email address of creditor contact                                       | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|---|--|---|--|--|---|-----------------|
|   |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| DEEPWELL EQUIPMENT RENTALS<br>PO BOX 1279<br>PECOS, TX 79772  | <a href="mailto:kcomeaux@dwservices.com">kcomeaux@dwservices.com</a>                               | Trade Debt  |  |  |   | \$143,812.22    |
| SOLARIS OILFIELD SITE SERVICES OPERATING, LLC<br>PO BOX 208274<br>DALLAS, TX 75320-8274               | <a href="mailto:christopher.powell@solarisoilfield.com">christopher.powell@solarisoilfield.com</a> | Trade Debt  |  |  |   | \$124,006.70    |
| HYDROLINE LLC<br>4713 HAZEL JONES ROAD<br>BOSSIER CITY, LA 71111                                      | <a href="mailto:ESherlock@hydrolinellc.com">ESherlock@hydrolinellc.com</a>                         | Trade Debt  |  |  |   | \$121,200.00    |
| AUTOMATIZE LOGISTICS LLC<br>1233 SOUTH MAIN STREET<br>GRAPEVINE, TX 76051                             | <a href="mailto:Peyton@automatize.com">Peyton@automatize.com</a>                                   | Trade Debt  |  |  |   | \$119,135.50    |
| JAM CONSTRUCTION<br>6308 SCR 1270<br>MIDLAND, TX 79706  | <a href="mailto:javier@jamcoservices.com">javier@jamcoservices.com</a>                             | Trade Debt  |  |  |   | \$118,772.84    |
| HALLIBURTON ENERGY SERVICES, INC<br>DRILL BITS AND SERVICES<br>PO BOX 301341<br>DALLAS, TX 75303-1341 | <a href="mailto:amy.west@halliburton.com">amy.west@halliburton.com</a>                             | Trade Debt  |  |  |   | \$87,844.00     |
| MAX GERMIN<br>1507 7TH STREET, #393<br>SANTA MONICA, CA 90401   | <a href="mailto:mgermin@heikenergy.com">mgermin@heikenergy.com</a>                                 | Professional Services   |  |  |   | \$84,000.00     |
| KACO LOGISTICS, LLC<br>PO BOX 1028<br>IRAAN, TX 79744   | <a href="mailto:arap@kacologistics.com">arap@kacologistics.com</a>                                 | Trade Debt  |  |  |   | \$77,983.90     |
| SEISMOS INC<br>8868 RESEARCH BLVD, STE 401<br>AUSTIN, TX 78758  | <a href="mailto:steven.bourgoyne@seismos.com">steven.bourgoyne@seismos.com</a>                     | Trade Debt  |  |  |   | \$72,000.00     |
| LKN HORIZON LLC<br>PO BOX 4400<br>MIDLAND, TX 79704   | <a href="mailto:apatterson@horizontransportation.net">apatterson@horizontransportation.net</a>     | Trade Debt<br>Lien Claim on KOTH 33 1H Well   |  | \$68,200.00  | \$0.00                                      | \$68,200.00     |

Debtor **Brahman Resource Partners, LLC**

Case number (if known)

Name

| Name of creditor and complete mailing address, including zip code                     | Name, telephone number and email address of creditor contact                   | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim<br>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. |   |                 |
|---|--|---|--|--|---|-----------------|
|   |  |   |  | Total claim, if partially secured  | Deduction for value of collateral or setoff | Unsecured claim |
| MICO RENTALS<br>PO BOX 128<br>LOVINGTON, NM<br>88260                                  | <a href="mailto:mico rentals@hotmail.com">mico rentals@hotmail.com</a>         | Trade Debt  | Disputed   |  |   | \$62,832.50     |
| MATRIX<br>PROPPANTS LLC<br>4804 105TH STREET<br>LUBBOCK, TX<br>79424                  | <a href="mailto:gct952@gmail.com">gct952@gmail.com</a>                         | Trade Debt  |  |  |   | \$59,754.80     |
| WEATHERFORD<br>U.S., L.P., INC.<br>PO BOX 301003<br>DALLAS, TX 75303-1003             | <a href="mailto:shane.deason@weatherford.com">shane.deason@weatherford.com</a> | Trade Debt  |  |  |   | \$58,386.49     |
| WEST TEXAS<br>PREMIX PITS, LP<br>PO BOX 1784<br>MIDLAND, TX 79702                     | <a href="mailto:casey@premixpits.com">casey@premixpits.com</a>                 | Trade Debt  |  |  |   | \$55,069.20     |
| NCS MULTISTAGE, LLC<br>19350 STATE<br>HIGHWAY 249, STE<br>600<br>HOUSTON, TX<br>77070 | <a href="mailto:clafferty@ncsmultistage.com">clafferty@ncsmultistage.com</a>   | Trade Debt  |  |  |   | \$54,615.50     |
| JETLINER<br>16290 KATY FWY,<br>STE 200<br>HOUSTON, TX<br>77094                        | <a href="mailto:czamora@chemjet.com">czamora@chemjet.com</a>                   | Trade Debt  |  |  |   | \$54,536.52     |



**Fill in this information to identify the case:**Debtor name **Brahman Resource Partners, LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 26, 2020****X /s/ Clay C. Border**

Signature of individual signing on behalf of debtor

**Clay C. Border**

Printed name

**President & CEO**

Position or relationship to debtor

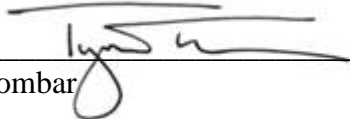
**BRAHMAN RESOURCE PARTNERS, LLC**


**UNANIMOUS RESOLUTION OF THE  
BOARD OF BRAHMAN RESOURCE PARTNERS, LLC**

The undersigned, being the members of the Board (the "Board") of Brahman Resource Partners, LLC, a Texas limited liability company (the "Company"), do hereby consent to the adoption of, and hereby ratify, the resolutions attached hereto as Exhibit A, which resolutions shall be deemed to be adopted as of the date hereof and to have the same force and effect as if such resolutions were adopted by the Board at a duly convened meeting held for such purpose.

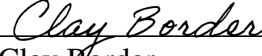
IN WITNESS WHEREOF, the undersigned has executed this consent as of the 23rd day of July, 2020.

**BRAHMAN RESOURCE PARTNERS, LLC**

By:   
Tym Tombar

By:   
James Brown

By:   
Donald Hansen

By:   
Clay Border

By: \_\_\_\_\_  
John Van Fleet

**BRAHMAN RESOURCE PARTNERS, LLC**

**UNANIMOUS RESOLUTION OF THE  
BOARD OF BRAHMAN RESOURCE PARTNERS, LLC**

The undersigned, being the members of the Board (the "Board") of Brahman Resource Partners, LLC, a Texas limited liability company (the "Company"), do hereby consent to the adoption of, and hereby ratify, the resolutions attached hereto as Exhibit A, which resolutions shall be deemed to be adopted as of the date hereof and to have the same force and effect as if such resolutions were adopted by the Board at a duly convened meeting held for such purpose.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 23rd day of July, 2020.

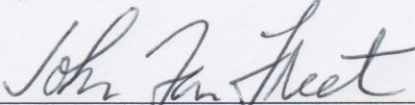
**BRAHMAN RESOURCE PARTNERS, LLC**

By: \_\_\_\_\_  
Tym Tombar

By: \_\_\_\_\_  
James Brown

By: \_\_\_\_\_  
Donald Hansen

By: \_\_\_\_\_  
Clay Border

By:  \_\_\_\_\_  
John Van Fleet



**EXHIBIT A**

**APPROVAL OF FILING OF CHAPTER 11 BANKRUPTCY PROCEEDINGS**

**WHEREAS**, the Board of Brahman Resource Partners, LLC, a Texas limited liability company, have reviewed the materials presented by the management of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company's business;

**WHEREAS**, the Board has had the opportunity to consult with the management of the Company and fully consider each of the strategic alternatives available to the Company;

**WHEREAS**, the Board of the Company has deemed it advisable and in the best interests of the Company, and its creditors, members, and other interested parties, that the Company and any of its subsidiaries, including BRP Vista Grande, LLC (the "Subsidiary") file a petition seeking relief under the provisions of chapter 11 of title 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in order to (i) reorganize the debts of the Company, or (ii) sell substantially all of the assets of the Company (a "Sale"), as necessary; and

**WHEREAS**, Article XI of that certain Amended and Restated Limited Liability Company Agreement of Brahman Resource Partners, LLC, dated as of February 21, 2018, authorizes the Board, upon prior written consent of Arcadius (SW) Energy Capital, LP, which consent has been obtained, to take any action required or permitted by law, including with respect to authorizing any bankruptcy filing or sale of Company assets other than in the ordinary course of business.

**NOW, THEREFORE, BE IT:**

***Chapter 11 Filings***

**RESOLVED**, that the Board determines that it is desirable and in the best interests of the Company, its members, its creditors as a whole, and other parties in interest, that the Company and its Subsidiary file voluntary petitions for relief (the "Petitions") and commence cases (the "Chapter 11 Cases") under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"); and further

**RESOLVED**, that the Board, hereby authorizes, directs, empowers and appoints Clay Border (the "Authorized Representative"), as the Company's representative, acting in the name and on behalf of the Company and its Subsidiary, and without any further consent rights or consultation of the Board, to (i) execute and verify the Petitions as well as all other ancillary documents, and to cause the Petitions to be filed with the Bankruptcy Court, and to make or cause to be made prior to the execution thereof any modifications to the Petitions or ancillary documents, (ii) execute, verify, and file or cause to be filed all of the petitions, schedules, lists, motions, applications, and other papers or documents advisable, appropriate, convenient, desirable or necessary in connection with the foregoing, and (iii) if necessary, to conduct the Sale and execute all documents or papers necessary or desirable to effectuate the proposed transaction or other restructuring initiative during the Chapter 11 Cases; and further

### ***Retention of Professionals***

**RESOLVED**, that the Board, hereby authorizes and directs the Authorized Representative, in the name and on behalf of the Company and its Subsidiary, and without any further consent rights or consultation of the Board, to employ any individual and/or firm as counsel, professionals, consultants or financial advisors to the Company or its Subsidiary as he may deem advisable, appropriate, convenient, desirable or necessary to represent and assist the Company or its Subsidiary in carrying out its duties under the Bankruptcy Code and any other applicable law; and further

**RESOLVED**, that the Board, hereby authorizes the retention of the law firm of Okin Adams LLP ("Okin Adams") to represent the Company and its Subsidiary as general bankruptcy counsel and to represent and assist the Company and its Subsidiary in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and its Subsidiary's rights, including the preparation of pleadings and filings in the Chapter 11 Cases; and in connection therewith, the Authorized Representative is, authorized and directed, in the name and on behalf of the Company and its Subsidiary, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petitions and to cause to be filed an appropriate application for authority to retain the services of Okin Adams; and further

**RESOLVED**, that the Board, hereby authorizes the retention of Phoenix Capital Resources ("Phoenix") to represent the Company and its Subsidiary and provide certain financial advisory services to the Company and its Subsidiary with regard to the Chapter 11 Cases and the Sale; and in connection therewith, the Authorized Representative is authorized and directed, in the name and on behalf of the Company and its Subsidiary, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of Phoenix; and further

### ***Special Committee of the Board***

**RESOLVED**, that the Board has authorized and approved the establishment of a special committee of the Board (the "Special Committee") consisting of certain new managers and two (2) disinterested directors to consider proposals and make recommendations to the Authorized Representative during the Chapter 11 Cases. The identification of such new managers and disinterested directors comprising the Special Committee shall be named at a later date after the filing of the Chapter 11 Cases; and further

### ***Ratification of Prior Acts***

**RESOLVED**, that all actions by the Authorized Representative and other members, officers, directors, managers or Board members of the Company and its Subsidiary heretofore taken in connection with the subject of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as the acts and deeds of the Company and its Subsidiary; and further

**RESOLVED**, that all prior lawful acts taken or caused to be taken by or on behalf of the Company and its Subsidiary by any of its members, officers, directors, managers, Board members and authorized agents, including, but not limited to, any and all acts taken or caused to be taken in

connection with the foregoing resolutions, which were done in reliance on the Board's expressed desire to reorganize the Company's debts, effectuate a Sale of the Company's assets, and the negotiation and preparation of documents and actions ancillary thereto are hereby ratified, approved and confirmed in all respects and adopted as the acts of the Company; and further

**RESOLVED**, that the Authorized Representative and any of the appropriate members, officers, directors, managers and Board members of the Company and its Subsidiary be, and each of them hereby is, authorized (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Company and its Subsidiary any related costs and expenses and (iii) to take such other actions, in the name and on behalf of the Company and its Subsidiary, as each such member, officer, director, manager or Board member, as applicable, in his, her or its discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts to be conclusive evidence of the approval of the Board thereof and all matters relating thereto; and further

**RESOLVED**, that all actions heretofore taken by the Authorized Representative, members, officers, directors, managers and Board members of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

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